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BEFORE THE ARIZONA CORPORATION COMMISSION

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ARIZONA CORPORATION COMMISSION  
DOCKET CONTROL

COMMISSIONERS

KRISTIN K. MAYES - Chairman  
GARY PIERCE  
PAUL NEWMAN  
SANDRA D. KENNEDY  
BOB STUMP

IN THE MATTER OF:

BARRON WILSON THOMAS, a single man;

BARRON THOMAS SCOTTSDALE, L.L.C.,  
an Arizona limited liability company;

BARRON THOMAS SCOTTSDALE, L.L.C.,  
a Delaware limited liability company;

BARRON THOMAS AVIATION, INC.,  
a Delaware corporation;

BARRON THOMAS AVIATION HOLDINGS,  
INC., a Delaware corporation;

BARRON THOMAS SOUTHWEST, INC.,  
a Delaware corporation,

RESPONDENTS.

DOCKET NO. S-20720A-10-0001

Arizona Corporation Commission  
**DOCKETED**

JAN 20 2010

DOCKETED BY

PROCEDURAL ORDER

**BY THE COMMISSION:**

On January 5, 2010, the Securities Division ("Division") of the Arizona Corporation Commission ("Commission") filed a Notice of Opportunity for Hearing ("Notice") against Barron Wilson Thomas, Barron Thomas Scottsdale, L.L.C., an Arizona limited liability company ("BTS AZ"), Barron Thomas Scottsdale, L.L.C., a Delaware limited liability company ("BTSD"); Barron Thomas Aviation, Inc., a Delaware corporation ("BTA, Inc."), Barron Thomas Aviation Holdings, Inc., a Delaware corporation ("BTAH"), Barron Thomas Southwest, Inc., a Delaware corporation ("BTS") (collectively "Respondents"), in which the Division alleged multiple violations of the Arizona Securities Act ("Act") in connection with the offer and sale of securities in the form of investment contracts and notes.

The Respondents were duly served with copies of the Notice.

1 On January 15, 2010, a request for hearing was filed by Respondents.

2 Accordingly, a pre-hearing conference should be scheduled.

3 IT IS THEREFORE ORDERED that a **pre-hearing conference** shall be held on **February**  
4 **18, 2010, at 9:30 a.m.**, at the Commission's offices, 1200 West Washington Street, Room 100,  
5 Phoenix, Arizona.

6 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized  
7 Communications) applies to this proceeding as the matter is now set for public hearing.

8 IT IS FURTHER ORDERED that withdrawal or representation must be made in compliance  
9 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the  
10 Rules of the Arizona Supreme Court). Representation before the Commission includes appearances  
11 at all hearings and procedural conferences, as well as all Open Meetings for which the matter is  
12 scheduled for discussion, unless counsel has previously been granted permission to withdraw by the  
13 Administrative Law Judge or the Commission.

14 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules  
15 of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*  
16 *hac vice*.

17 IT IS FURTHER ORDERED that the Presiding Officer may rescind, alter, amend, or waive  
18 any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

19 DATED this 20th day of January, 2010.


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23 MARC E. STERN  
24 ADMINISTRATIVE LAW JUDGE  
25  
26  
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1 Copies of the foregoing mailed/delivered  
2 this 20<sup>th</sup> day of January, 2010 to:

3 Brian J. Schulman  
4 GREENBERG TRAURIG, LLP  
5 2375 East Camelback Road, Suite 700  
6 Phoenix, AZ 85016  
7 Attorneys for Respondents

8 Matt Neubert, Director  
9 Securities Division  
10 ARIZONA CORPORATION COMMISSION  
11 1300 West Washington Street  
12 Phoenix, AZ 85007

13 ARIZONA REPORTING SERVICE, INC.  
14 2200 North Central Avenue, Suite 502  
15 Phoenix, AZ 85004

16 By:   
17 Debra Broyles  
18 Secretary to Marc E. Stern  
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